

## RESOLUTION

**NOW, THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO:**

**THAT** the City Attorney be authorized to retain outside counsel to provide professional legal services in connection with the City of El Paso Arena Bonds and to execute the necessary Professional Services Letter of Engagement.

**ADOPTED** this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

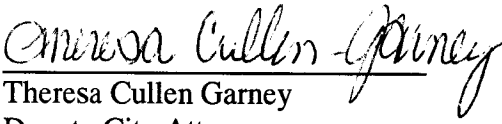
THE CITY OF EL PASO

\_\_\_\_\_  
Joe Wardy, Mayor

ATTEST:

\_\_\_\_\_  
Richarda D. Momsen, City Clerk

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Theresa Cullen Garney  
Deputy City Attorney



## OFFICE OF THE CITY ATTORNEY

2 CIVIC CENTER PLAZA - 9<sup>TH</sup> FLOOR

EL PASO, TEXAS 79901

TELEPHONE (915) 541-4550

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THERESA CULLEN GARNEY  
DEPUTY CITY ATTORNEY

LISA A. ELIZONDO  
CITY ATTORNEY

June 3, 2004

Mr. Norman Gordon  
Attorney at Law  
Mounce, Green, Myers, Safi & Galatzan, P.C.  
P. O. Drawer 1977  
El Paso, Texas 79950-1977

Re: Fee Arrangement/Professional Services Letter of Engagement

Dear Mr. Gordon:

The City desires to engage you and your firm to provide professional legal services as Consultant in connection with the City of El Paso Arena Bonds.

Please read this letter carefully. It describes the terms and conditions under which the City of El Paso will retain you in connection with the above-described matter. The City's policy and the Texas Disciplinary Rules of Professional Conduct require that this letter be signed before you engage in any work on behalf of the City. The terms and conditions of your engagement are as follows:

1. You and your firm shall provide all traditional legal services necessary for the proposed issuance of City Bonds for an arena as requested by the City of El Paso.
  - (a) To consult with the City and its administrative personnel regarding any and all aspects of a bond issue or other financing or services, as and when requested. This will also include consulting and working with the Financial Advisor to the City as to all matters concerning such bond issues.
  - (b) To draft all legal documents, notices and instruments necessary and appropriate to issue, sell and deliver the bonds. This will include the preparation and delivery of approving

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legal opinions as to the tax exempt or taxable status of the bonds required in the marketing and sale thereof.

- (c) To review, for and on behalf of the City, the bid documents, offering materials and official statements, to the extent requested, to assure matters and disclosures required by the securities law of the United States and the State of Texas, as well as other applicable law, are properly disclosed and presented.
  - (d) To deal with the Texas Attorney General so as to secure the approving opinion of such office, as required by law, for the issuance of the bonds and to secure registration of same by the Texas Comptroller of Public Accounts.
  - (e) To perform services with respect to additional disclosure matters, as requested by the Mayor and Council.
2. The Services shall be undertaken and completed in compliance with schedules established by the City, as appropriate to carry out the purposes of this Agreement. The consultant may associate with outside counsel with the prior approval of the City Attorney. The Consultant will be responsible for any fees incurred in consulting with outside counsel.
3. The following fees, to be paid when the legal services in connection with disclosure or other matters are performed:

New Money General Obligation Bonds<sup>1</sup>, Commercial Paper Notes

First \$5 Million	\$7,500 (minimum fee)
Over \$5 Million	\$1.00 per \$1,000 principal amount million

Refunding Bonds – each series of refunding bonds will be based on the same schedule multiplied by 1.25 times.

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<sup>1</sup> Legal Services provided in connection with the holding of a bond election will be billed as part of the first issuance of bonds from such election and will be billed at standard hourly rates of \$225.00 for Norman J. Gordon, \$100.00 for paralegals.

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Other Obligations - will be billed at an hourly rate as follows:

Norman J. Gordon	\$225.00/hour
Paralegal	\$100.00/hour

Other Legal Services – legal services specifically authorized and/or approved by the City Attorney will be billed at standard hourly rates of \$225.00 for Norman J. Gordon, \$100 for paralegals. Such services will include those not directly related to the issuance of a series of bonds, e.g. amendments to bond documents for bonds previously issued, questions regarding the permissible use of bond proceeds and post-issuance tax and securities law issues.

With respect to legal work which is not directly related to a Bond offering, or work that is beyond the scope of bond counsel, Consultant's hourly rates as set forth herein and the fees are not contingent.

Very truly yours,

Lisa Elizondo  
City Attorney

ACCEPTED:

Mounce, Green, Myers, Safi & Galatzan, P.C.

\_\_\_\_\_  
Norman Gordon

Date: \_\_\_\_\_